

National City
Leasing Corporation

0100566009

RECORDATION NO. 19266-13 FILED 1425

MAR 20 1995 - 3 19 PM

INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

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0100566009

March 16, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Room 234
12th & Constitution Avenue, NW
Washington, DC 20423

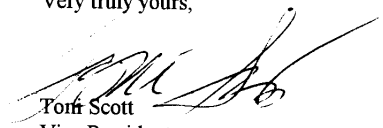
Dear Mr. Williams:

Reference is made to a Memorandum of Lease of Railroad Equipment bearing Recordation Number 19266, filed March 2, 1995, and Lease of Railroad Equipment bearing Recordation Number 19266-A, filed March 2, 1995, covering the lease of one hundred forty-five (145) 100 ton open top hopper cars between National City Leasing Corporation, 101 S. Fifth Street, T07A, Louisville, KY 40202, as Lessor, and RailTex, Inc., 4040 Broadway, Suite 200, San Antonio, TX 78209, as Lessee.

Please find enclosed two copies of an amendment to the above Lease of Railroad Equipment dated March 15, 1995, for filing. Our check in the amount of \$21.00 to cover the filing fee is also enclosed.

Please return one copy of the recorded document to my attention.

Very truly yours,


Tom Scott
Vice President
National City Leasing Corporation

TS:bs

Enclosure

Louisville Office
P.O. Box 36040
Louisville, KY 40233-6040
502 581-5229
Fax 502 581-6488

Cleveland Office
1900 East Ninth Street - 10th Floor
Cleveland, OH 44114-3484
216 575-3265
Fax 216 575-2601

Columbus Office
155 East Broad Street
Columbus, OH 43251-0038
614 463-7434
Fax 614 463-7959

Indianapolis Office
101 W. Washington St., Suite 200 East
Indianapolis, IN 46255
317 267-3639
Fax 317 267-8899



Interstate Commerce Commission
Washington, D.C. 20423-0001

3/20/95

Office Of The Secretary

Toni Scott
National City Leasing Corporation
101 S. Fifth Street, T07A
Louisville, KY., 40202

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/20/95 at 3:25PM, and assigned recordation number(s). 19266-B and 19267-B.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100566008)
(0100566009)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RECORDATION NO. 19268-B FILED 1425
MAR 20 1995 - 3 25 PM
NATIONAL RAILCARRIAGE COMMISSION

AMENDMENT TO LEASE OF RAILCAR EQUIPMENT

THIS AMENDMENT TO LEASE OF RAILCAR EQUIPMENT (the "**Amendment**") is dated as of the first day of March, 1995 and amends that certain LEASE OF RAILCAR EQUIPMENT (the "**Lease**") entered into as of the February 22, 1995, between NATIONAL CITY LEASING CORPORATION ("**Lessor**") and RAILTEX SERVICE COMPANY, INC. ("**Lessee**").

Lessor: J.E.V.
Lessee: [Signature]

RECITALS:

- A. The Lease represents the right of Lessee to lease one hundred forty-five (145) open top hopper railcars (the "**Units**") from Lessor.
- B. Section 4.A. of the Lease provides that there shall be an Interim Term commencing on the Delivery Date of each Unit and continuing until the first day of the month following the Delivery Date of the last Unit, *provided that* the Initial Term of the Lease shall commence no later than March 1, 1995.
- C. One hundred thirty (130) Units were delivered prior to March 1, 1995 and Initial Term for these Units commenced March 1, 1995, *however*, fifteen (15) Units are scheduled to have Delivery Dates between March 15, 1995 and April 1, 1995.
- D. Lessor and Lessee wish to amend the Lease to reflect a separate Initial Term for such Units.

NOW THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties hereto agree as follows:

- 1. **Definitions.** For the purposes of this Amendment the following definitions shall apply:
 - (a) "**March Units**" means all Units with a Delivery Date prior to March 1, 1995 and listed in Schedule 1 to Annex A to the Lease, as amended.
 - (b) "**April Units**" means all Units with a Delivery Date after March 1, 1995 and listed in Schedule 2 to Annex A to the Lease, as amended.
 - (c) All other capitalized terms used herein shall have the same meaning as in the Lease, unless the context requires otherwise.
- 2. **Term of Lease.** Section 4.A. of the Lease shall be deleted in its entirety and the following language substituted in its place:

- "A. There shall be an interim term under this Lease with respect to each March Unit and April Unit ('Interim Term') which shall commence on the Delivery Date for such Unit as provided in Section 2 hereof and shall continue until the first day of the month following the Delivery Date for the last March Unit and April Unit, as applicable (the 'Effective Date'), *provided, however,* that (i) the Effective Date for each March Unit shall be no later than March 1, 1995 at which time the initial term of this Lease ('Initial Term') which respect to each March Unit shall automatically commence and shall continue in full force and effect for a period of seventy-two (72) months thereafter and (ii) the Effective Date for each April Unit shall be no later than April 1, 1995 at which time the initial term of this Lease ('Initial Term') which respect to each April Unit shall automatically commence and shall continue in full force and effect for a period of seventy-two (72) months thereafter."
3. **Annex A.** Annex A to the Lease shall be deleted in its entirety and the Amended Annex A attached hereto shall be substituted in its place.
4. **Ratification of Remaining Terms and Conditions.** All terms and conditions of the Lease not specifically modified in this Amendment are hereby ratified and shall continue in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment to Lease of Railcar Equipment in duplicate as of and for the date first above written. Each original executed copy hereof shall be deemed an original Amendment for any and all purposes.

LESSOR:
NATIONAL CITY LEASING CORPORATION

By J. E. Vittitow
J. Edward Vittitow, Senior Vice President

LESSEE:
RAILTEX SERVICE COMPANY, INC. Lessor: J. E. Vittitow
Lessee: [Signature]

By [Signature]

Title President

ANNEX A

To the Lease of Railcar Equipment dated as of February 22, 1995, between National City Leasing Corporation and Railtex Service Company, Inc.

SCHEDULE 1

Lessor: J. E. Q.
Lessee: [Signature]

Equipment Description:

One hundred thirty (130), 3,850 cubic foot, 100-ton rapid discharge open top hopper railcars, built by Ortner in 1978, 1980 and 1981.

Reporting Mark: CBNS

Numbers:

1	78004	36	78206	71	80337	106	80437
2	78007	37	78209	72	80342	107	80440
3	78066	38	78213	73	80347	108	80442
4	78070	39	78215	74	80354	109	80443
5	78072	40	78217	75	80364	110	80444
6	78074	41	78218	76	80365	111	80445
7	78075	42	78223	77	80367	112	80450
8	78078	43	78224	78	80368	113	80451
9	78079	44	78226	79	80371	114	80452
10	78081	45	78229	80	80374	115	80454
11	78088	46	80231	81	80376	116	80457
12	78106	47	80233	82	80380	117	80458
13	78110	48	80234	83	80386	118	80459
14	78114	49	80237	84	80387	119	81460
15	78115	50	80241	85	80388	120	81462
16	78128	51	80246	86	80390	121	81465
17	78134	52	80251	87	80393	122	81466
18	78135	53	80254	88	80395	123	81470
19	78136	54	80259	89	80398	124	81471
20	78139	55	80260	90	80400	125	81473
21	78141	56	80262	91	80401	126	81474
22	78148	57	80267	92	80402	127	81477
23	78155	58	80268	93	80403	128	81480
24	78157	59	80271	94	80406	129	81483
25	78160	60	80274	95	80408	130	81486
26	78174	61	80277	96	80409		
27	78177	62	80284	97	80416		
28	78179	63	80288	98	80420		
29	78181	64	80291	99	80423		
30	78186	65	80299	100	80427		
31	78191	66	80301	101	80429		
32	78193	67	80311	102	80430		
33	78194	68	80319	103	80431		
34	78201	69	80326	104	80434		
35	78205	70	80327	105	80436		

SCHEDULE 2

Equipment Description:

Fifteen (15), 3,850 cubic foot, 100-ton rapid discharge open top hopper railcars, built by Ortner in 1978, 1980 and 1981.

Reporting Mark: **CBNS**

Numbers:

- 78056
- 78130
- 78147
- 78225
- 80289
- 80389
- 81468
- 81482
- 78156
- 78183
- 80304
- 80375
- 80399
- 80412
- 80438